

P96000097043

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

11/26/96 14080-2  
11/26/96-01078-002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: Best Vendors Group, Inc.  
(Proposed corporate name)

Enclosed is an original and one (1) copy of the articles of Incorporation and a check for  
\$ 76.00.

EFFECTIVE DATE

11-19-96

FROM:

Lonny McDougal  
Name (printed or typed)

4677 LB McLeod Rd, Suite I  
Address

Orlando, FL 32811  
City, State, & Zip

407-843-6444  
Telephone Number

FILED  
95 NOV 25 PM 1:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Note: Please provide the original and one copy of the articles.

12-2-96  
KR

EFFECTIVE DATE

11-19-94

ARTICLES OF INCORPORATION  
OF  
Best Vendors Group, Inc.

FILED  
NOV 25 PM 1:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being over the age of eighteen years, in order to form a corporation pursuant to the provisions of the Corporate Code, hereby certifies as follows:

FIRST  
IDENTIFICATION

The name of the corporation, hereinafter referred to as the "Corporation," is Best Vendors Group, Inc.

SECOND  
PERIOD OF EXISTENCE

The period during which the corporation shall continue is perpetual.

THIRD  
PRINCIPAL OFFICE

The principal office of the Corporation is 4677 L.B. McLeod Rd., Suite I, Orlando, FL 32811. The mailing address of the principal office is 4677 L.B. McLeod Rd., Suite I, Orlando, FL 32811.

FOURTH  
REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Corporation is 4677 L.B. McLeod Rd., Suite I, Orlando, FL 32811. The name and address of the initial registered agent therein and in charge thereof, upon whom process against the Corporation may be served, is Lonny McDougal, 4677 L.B. McLeod Rd., Orlando, FL 32811.

FIFTH  
PURPOSE

The purpose of the Corporation is to engage in any or all lawful business for which corporations may be organized under the provisions of the General Corporation Law of Florida.

SIXTH  
SHARES

The total authorized capital stock of the Corporation is 1000 shares having a Par Value of \$1.00. All or any part of said shares may be issued by the Corporation from time to time and for such consideration as may be determined upon or fixed by the Board of Directors, as provided by law.

SEVENTH  
INCORPORATOR'S ADDRESS

The name and post office address of the Incorporator(s) of the Corporation is as follows:

Lonny McDougal  
3296 Timuca Circle  
Orlando, FL 32811

EIGHTH  
DIRECTORS

The powers of the incorporator are to terminate upon the filing of this Articles of Incorporation and the name(s) and mailing addresses of persons who are to serve as director(s) until the first meeting of stockholders or until their successors are elected and qualify are as follows:

Lonny McDougal  
3296 Timuca Circle  
Orlando, FL 32811

NINTH  
INDEMNITY

Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach is one which invokes: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

The effective date of this Certificate of Incorporation shall be November 19, 1996.

In Witness Whereof, the undersigned Incorporator has  
caused this Articles of Incorporation to be executed as of  
November 19, 1996.

  
\_\_\_\_\_  
Lonny McDougal

STATE OF FLORIDA     )  
COUNTY OF ORANGE    )

The forgoing Articles of Incorporation were  
acknowledged before me, this 19 day of November,  
1996.

  
\_\_\_\_\_  
NOTARY PUBLIC State of Florida  
*of 20 presentation*

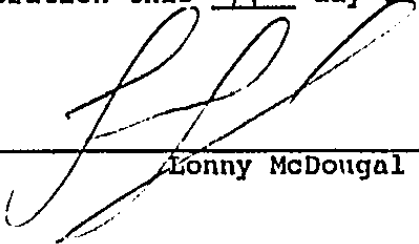
My Commission Expires:

MARIE AMBROGIO  
Notary Public, State of Florida  
My comm. expires May 11, 1999  
Comm. No. CC 462837

ACCEPTANCE BY REGISTERED AGENT

The undersigned, Lonny McDougal, being appointed in the following Articles of Incorporation as the Registered Agent for Best Vendors Group, Inc., accepts the appointment as registered agent for said corporation this 19 day of November, 1996.

Nov. 19, 1996  
Date

  
Lonny McDougal

FILED  
95 NOV 25 PM 1:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA